

Excerpt from Cal-ISBOA bylaws as amended May 2016:

ARTICLE VII

NOMINATION PROCEDURES FOR DIRECTORS & OFFICERS

7.1. Nomination by Committee. The Governance Committee shall select from among the Member Representatives of the Members qualified candidates for election to fill the following positions for the year immediately following the Annual Meeting:

A. Officers of the Corporation, each of whom shall also serve as a Director of the Corporation (e.g., President/Director, Treasurer/Director); and

B. Such number of Directors who shall not hold any office in the Corporation as shall result in a Board consisting of the then-authorized number of Directors. Subject to the nominees' consent, the Governance Committee shall submit the nominees' names to the Board in sufficient time to allow the same to be sent to the Members along with notice of the meeting at which Directors and officers of the Corporation are to be elected.

7.2. Nomination by Members. Any two (2) Members may nominate candidates for the Board or officers of the Corporation by petition. The petition must be signed by those Members and delivered to the Secretary of the Corporation no less than one (1) month prior to the Annual Meeting of the Members. On timely receipt of a petition signed by the required number of Members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates named by the Nominating Committee.

7.3. Nomination From the Floor. In the event the sole candidate for a Board position or an office withdraws his or her name from the ballot, any Member in good standing who is present at the Annual Meeting of Members may place names in nomination for such Board position or office.

7.4. Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all Members to choose among the nominees.

7.5. Use of Corporate Funds to Support Nominees. No funds of the Corporation may be expended to support a nominee.